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7009 MAR 23 P 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Modesto Spirits Incorporated
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Carmelo J. Ayala IV
(Name of Person)

Modesto Spirits Incorporated
(Firm/Company)

Two Mid America Plaza, Suite 846
(Address)

Oakbrook Terrace, IL 60546
(City/State and Zip code)

For further information concerning this matter, please call:

Carmelo J. Ayala IV at (630) 873-3542
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. **Modesto Spirits Incorporated**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **Illinois**

(State or country under the law of which it is incorporated)

3. **26-4281062**

(FEI number, if applicable)

4. **02/17/2009**

(Date of incorporation)

5. **Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **Two Mid America Plaza, Suite 846, Oakbrook Terrace, IL 60181**

(Principal office address)

Two Mid America Plaza, Suite 846, Oakbrook Terrace, IL 60181

(Current mailing address)

8. **Spirits Importer and Distributor**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: **Carlos Aponte**

Office Address: **6919 W Broward Blvd Suite 186**

Plantation, Florida **33317**

(City)

(Zip code)

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10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Carmelo J. Ayala IV
Address: Two Mid America Plaza, Suite 846, Oakbrook Terrace, IL 60181

Vice Chairman: Francisco Toro
Address: Two Mid America Plaza, Suite 846, Oakbrook Terrace, IL 60181

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: Carmelo J. Ayala IV
Address: Two Mid America Plaza, Suite 846, Oakbrook Terrace, IL 60181

Vice President: Francisco Toro
Address: Two Mid America Plaza, Suite 846, Oakbrook Terrace, IL 60181

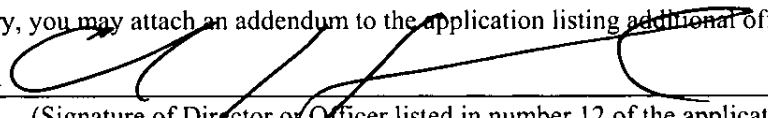
Secretary: _____

Address: _____

Treasurer: _____

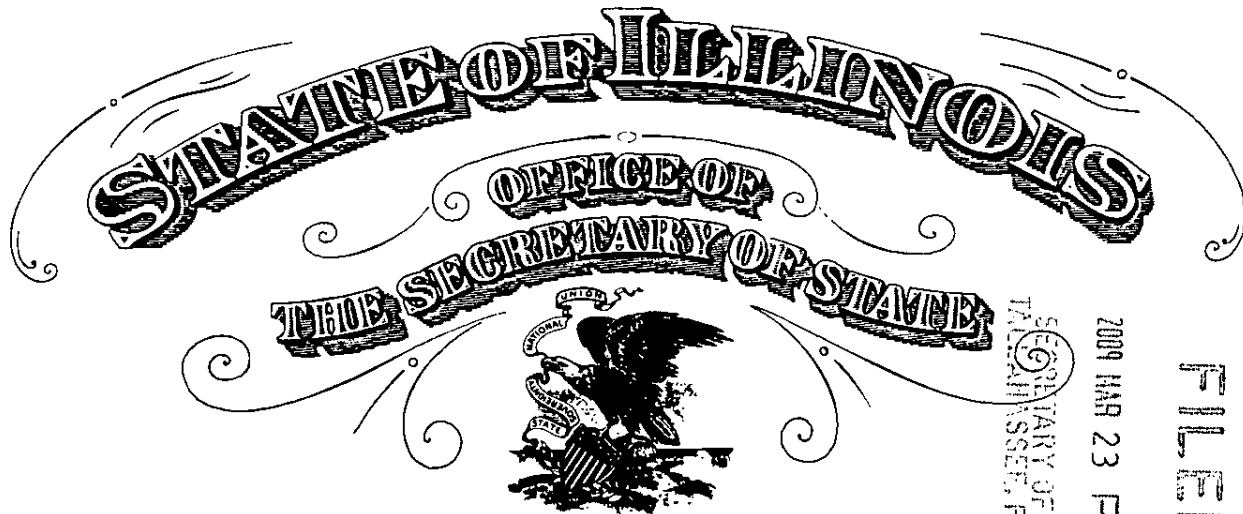
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Carmelo J. Ayala IV Chairman/President
(Typed or printed name and capacity of person signing application)

File Number 6634-131-3



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To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

MODESTO SPIRITS INCORPORATED, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON FEBRUARY 17, 2009, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 18TH day of MARCH A.D. 2009 .*

Jesse White

Authentication #: 0907701992

Authenticate at: <http://www.cyberdriveillinois.com>

SECRETARY OF STATE